

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 29, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: The Burlington Northern and Santa Fe
Railway Company
2600 Lou Menk Drive
Fort Worth, TX 76161

A description of the railroad equipment covered by the enclosed document is four hundred four (4) 4750 cu. ft., equipped with gravity pneumatic gates and trough hatches covered hopper Cars, marked NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Sincerely,

Janice Enolva

Janice Enolva
Manager of Documentation

Enclosures

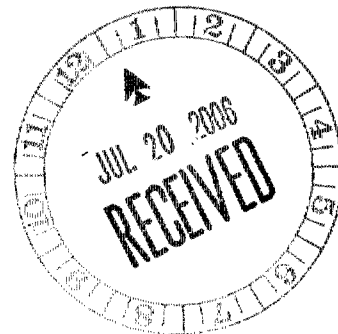
(BNSF128)

RECORDATION NO. 22845-E FILED

JUL 20 '06

4-01 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

July 18, 2006

JUL 20 '06

4-01 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

29th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the June day of June, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 79 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 8, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. DambrowskiName: K. A. DambrowskiTitle: DIRECTOR OF DOCUMENTATIONBy: Richard F. SeymourName: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: _____

Executed on this 5th day of July, 2006.

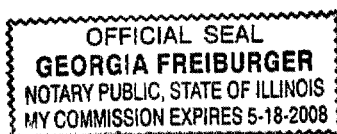
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of July, 2006.Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)

LESSEE:

BNSF RAILWAY COMPANY

By:

Name: RICHARD A. MARGL

Title:

AVP Carload Equipment

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 29th day of June, 2006

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, LORALEE M. SURIN, a Notary Public of the County and State aforesaid, certify that RICHARD A. MARGL personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of June, 2006

Loralee M. Surin
Notary Public

Commission Expires:

(Notary Public)

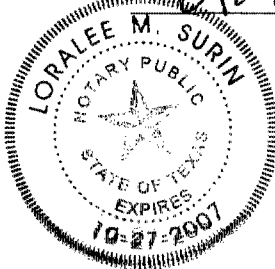


EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars equipped with gravity pneumatic gates and trough hatches, 268 GWR.

CAR NUMBERS:	NDYX 838036	NDYX 838063
	NDYX 838046	NDYX 838065